

# EXHIBIT A

FORM 31-000  
REV

**AUTOMOTIVE COMPONENTS GROUP WORLDWIDE**  
GENERAL MOTORS CORPORATION  
PLEASES FOR RETURN  
CLAUSES FOR RETURN  
ADDRESS INFORMATION

SHAW-BURNS 932543663

THIS PURCHASE ORDER  
NUMBER MUST APPEAR ON  
ALL INVOICES, PACKAGES, PACKING SLIPS,  
AND BILLS OF LADING.

**PURCHASE ORDER**

1998 MODEL YEAR

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80933	002	11/05/97	1 OF 10

NET	PAYMENT TERMS	F.O.B. POINT	F.O.B. TERMS	Z NUMBER	EFFECTIVE DATE
25TH PROX	OR NONE/25TH PROX	GRAND BLANC MI	COLLECT	BHBC	11/17/97

REQUIREMENTS CONTRACT  
REVISION

PO/REV NOTES:

THIS REVISION TO ADD PART NUMBER 25160694 TO CONTRACT.  
PLANT 02 FACTORY ASSIST.  
PRICE OF \$ 1.86 HAS BEEN ESTABLISHED AND REPRESENTS AN  
ESTIMATE BASED ON AN AVERAGE MATERIAL PRICE.  
APPROPRIATE ADJUSTMENT WILL BE MADE TO PIECE PRICE, DEPENDING  
ON FINAL DECISION TO CONSIGN MATERIAL OR ALLOW UNTECH TO  
PURCHASE DIRECT.  
LYNN ARENS 11-5-97

PO/REV CLAUSES:

ACI THE NAO DISBURSEMENT CENTER WILL GENERATE PAYMENT FOR MATERIAL  
SHIPMENTS FOR PART NUMBERS DETAILED ON YOUR GM CONTRACT AT THE  
CURRENT CONTRACT UNIT PRICE.

TO FACILITATE PAYMENT YOU MUST ADHERE TO THE FOLLOWING GUIDELINES:

PACKING SLIPS MUST BE ATTACHED TO EACH SHIPMENT AND INCLUDE THE  
FOLLOWING DETAIL:

1. P.O. NUMBER PROVIDED BY DELPHI ENERGY & ENGINE MGT SYSTEMS
2. GM PART NUMBER ASSIGNED
3. DESCRIPTION OF ITEM SHIPPED
4. SHIP DATE
5. SHIPPING IDENTIFICATION NUMBER - A UNIQUE PACKING SLIP OR

TAX INFORMATION:

NU TECH PLASTICS ENGINEERING  
JOHN MAILEY-PRESIDENT  
8018 EMBURY ROAD  
GRAND BLANC MI 48439

BUYER: CFF TRENIA A. TURNER

ACKNOWLEDGED BY

DATE

030047-000748

**RECEIVED**  
**GENERAL MOTORS CORPORATION**  
**PLEASE REFERENCE**  
**CLAUSES FOR RETURN**  
**ADDRESS INFORMATION**

SHIP-TRANS 932543663

**PURCHASE ORDER**

1998 MODEL YEAR

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REQUIREMENTS CONTRACT  
 REVISION

PO/REV CLAUSES: ACI

INVOICE NUMBER FOR EACH SHIPMENT  
 6. SHIP FROM DUN AND BRADSTREET NUMBER

DO NOT SEND INVOICES FOR MATERIAL (PRODUCT) SHIPMENTS. THE MATERIAL SHIPPED WILL BE PAID UNDER THE EVALUATED "PRICED" RECEIPT STRATEGY OF NAO DISBURSEMENTS. THE PACKING SLIP NUMBER USED TO IDENTIFY THE SHIPMENT MUST BE A NUMBER YOUR RECEIVABLES CAN USE TO IDENTIFY PAYMENT ON YOUR REMITTANCE ADVICE.

PHONE CALLS REGARDING QUANTITY DISCREPANCIES MUST BE DIRECTED TO THE REQUISITIONER.

PHONE CALLS REGARDING PRICE DISCREPANCIES MUST BE DIRECTED TO THE BUYER.

A MONTHLY STATEMENT IS REQUIRED TO BE SENT TO NAO DISBURSEMENTS:

NAO DISBURSEMENTS  
 DELPHI ENERGY & ENGINE MANAGEMENT SYSTEMS  
 PO BOX 436037  
 PONTIAC MI 48343-6037

PRODUCTION SAMPLES TO BE SUBMITTED FOR APPROVAL WHERE INDICATED, IN ACCORDANCE WITH GENERAL MOTORS QUALITY RELIABILITY PRODUCTION PART APPROVAL PROCESS, PPAP, BEFORE PRODUCTION SHIPMENTS ARE MADE. VENDOR AGREES TO SELL AND VENDEE AGREES TO PURCHASE AT THE PRICE AND UPON AND SUBJECT TO THE TERMS AND CONDITIONS ON THE FACE AND REVERSE SIDE HEREOF, APPROXIMATELY THE PERCENTAGE SHOWN BY THE PART OF THE VENDEES REQUIREMENTS OF THE ATTACHED ITEMS FOR THE MODEL YEAR SHOWN. RELEASE AGAINST PURCHASE ORDER, OR D669 REV. 4-75 WHICH IS A PART OF THIS CONTRACT, WILL BE ISSUED AS REQUIRED; SPECIFYING QUANTITIES AND SHIPPING QUANTITIES AND SHIPPING INSTRUCTIONS.

TAX INFORMATION:

BUYER:

CFF TRENIA A. TURNER

ACKNOWLEDGED BY

DATE

030047-000749

FORM 9-00  
REV 1

# AUTOMOTIVE COMPONENTS GROUP WORLDWIDE

GENERAL MOTORS CORPORATION

PLEASE REFERENCE

CLAUSES FOR RETURN  
ADDRESS INFORMATION

SHIP-ONS 932543863

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## PURCHASE ORDER

1998 MODEL YEAR

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NET	PAYMENT TERMS	F.O.B. POINT	F.O.B. TERMS	Z NUMBER	EFFECTIVE DATE
25TH PROX	OR NONE/25TH PROX	GRAND BLANC MI	COLLECT	BHBC	11/17/97

### REQUIREMENTS CONTRACT REVISION

PO/REV CLAUSES: ACI

PLEASE NOTE; FOB TERMS ON THE CONTRACT ARE FREIGHT COLLECT. ALL  
COMMON CARRIER CHARGES MUST BE SENT COLLECT UNLESS OTHER TERMS ARE  
NOTED ON THE CONTRACT. NAO DISBURSEMENTS WILL NOT PROCESS FREIGHT  
PAYMENTS DIRECT TO THE SUPPLIER.

UPS "CONSIGNEE BILLING", QUESTIONS SHOULD BE DIRECTED TO UPS BY  
PHONING 1-800-354-7527. PLEASE HAVE YOUR INDIVIDUAL LOCATION UPS  
SHIPPER ACCOUNT NUMBER READY WHEN CALLING.

AED

CALL (800) 436-6668 FOR TRANSPORTATION ROUTING INSTRUCTIONS FOR  
DELPHI ENERGY AND ENGINE MANAGEMENT SYSTEMS SHIPMENTS.  
THIS SUPERCEDES ANY PREVIOUS ROUTING INSTRUCTION ISSUED.

SELLER SHALL DEMONSTRATE THAT SELLER HAS THE ABILITY TO RECEIVE AND  
PROCESS ORDERS, FORECASTS, PLANNING AND SHIPPING INFORMATION FOR  
GENERAL MOTORS AND THEIR CUSTOMERS AND SUPPLIERS. USING EDI AS THE  
METHOD FOR COMMUNICATION USING ANSI X12 STANDARDS FOR TRANSMISSIONS  
AND TRANSACTION SETS DEFINED BY THE GENERAL MOTORS CUSTOMER FOR EACH

PRODUCTION SAMPLES TO BE SUBMITTED FOR APPROVAL WHERE INDICATED, IN ACCORDANCE WITH GENERAL MOTORS QUALITY RELIABILITY PRODUCTION PART APPROVAL  
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RELEASE AGAINST PURCHASE ORDER, OR D689 REV. 4-76, WHICH IS A PART OF THIS CONTRACT, WILL BE ISSUED AS REQUIRED, SPECIFYING QUANTITIES  
AND SHIPPING QUANTITIES AND SHIPPING INSTRUCTIONS.

TAX INFORMATION:

BUYER:

CFF TRENIA A. TURNER

ACKNOWLEDGED BY

DATE

030047-000750

FORM 800-480  
REV.

**AUTOMOTIVE COMPONENTS GROUP WORLDWIDE**

GENERAL MOTORS CORPORATION

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REQUIREMENTS CONTRACT  
REVISION

PO/REV CLAUSES: AED EDI APPLICATION. SELLER SHALL ALSO DEMONSTRATE THE ABILITY TO  
GENERATE THE GM 1724, LABEL USING INFORMATION TRANSMITTED IN THE  
AIAG ANSI X-12, 862 TRANSACTION SET.

SELLER SHALL PROVIDE COMMON BAR CODED SHIPPING LABELS AS THE MEANS  
TO IDENTIFY GOODS FOR SHIPMENT AS DEFINED IN THE "GM 1724 GENERAL  
MOTORS SHIPPING PARTS IDENTIFICATION LABEL STANDARDS", PUBLISHED  
BY THE SUPPLIER QUALITY ADMINISTRATION, GENERAL MOTORS WORLDWIDE  
PURCHASING.

CAP INVOICE TO ADDRESS:  
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NAO DISBURSEMENTS  
DELPHI ENERGY & ENGINE MANAGEMENT SYSTEMS  
PO BOX 436037  
PONTIAC MI 48343-6037

CFL CLAUSE CFL - CORPORATE FORCED LABOR & QUALITY CLAUSE:  
SELLER REPRESENTS THAT GOODS PURCHASED UNDER THIS ORDER WERE NOT  
PRODUCED WITH FORCED LABOR (AS DEFINED IN 19 U.S.C. 1307) EITHER

PRODUCTION SAMPLES TO BE SUBMITTED FOR APPROVAL WHERE INDICATED, IN ACCORDANCE WITH GENERAL MOTORS QUALITY RELIABILITY PRODUCTION PART APPROVAL  
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RELEASE AGAINST PURCHASE ORDER, OR D869 REV. 4-75, WHICH IS A PART OF THIS CONTRACT, WILL BE ISSUED AS REQUIRED, SPECIFYING QUANTITIES  
AND SHIPPING QUANTITIES AND SHIPPING INSTRUCTIONS.

TAX INFORMATION:

BUYER:

CFF TRENIA A. TURNER

ACKNOWLEDGED BY

DATE

030047-000751

FORM SHAPBO  
REV

# AUTOMOTIVE COMPONENTS GROUP WORLDWIDE

GENERAL MOTORS CORPORATION

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CLAUSES FOR RETURN  
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932543663

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PURCHASE ORDER

1998 MODEL YEAR

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NET	PAYMENT TERMS	F.O.B. POINT	F.O.B. TERMS	Z NUMBER	EFFECTIVE DATE
25TH PROX	OR NONE/25TH PROX	GRAND BLANC	MI	COLLECT	BHBC

REQUIREMENTS CONTRACT  
REVISION

PO/REV CLAUSES: CFL BY SELLER OR SELLER'S SUPPLIERS. SELLER SHALL INDEMNIFY BUYER AGAINST ANY LIABILITY BUYER MAY INCUR IF THIS REPRESENTATION IS INCORRECT.

SELLER AGREES TO PARTICIPATE IN BUYER'S SUPPLIER QUALITY AND DEVELOPMENT PROGRAM(S). IN ADDITION, SELLER SHALL COMPLY WITH ALL QUALITY REQUIREMENTS AND PROCEDURES SPECIFIED BY BUYER. AS THE SAME MAY BE REVISED FROM TIME TO TIME, INCLUDING THOSE APPLICABLE TO SELLER AS SET FORTH IN "QUALITY SYSTEM REQUIREMENTS QS-9000".

GOVERNING LAW: THIS AGREEMENT AND ALL TRANSACTIONS CONTEMPLATED HEREUNDER SHALL BE GOVERNED, CONSTRUED AND ENFORCED IN ACCORDANCE WITH THE LAWS OF THE STATE OF MICHIGAN, UNITED STATES OF AMERICA, BUT NOT INCLUDING THE UNITED NATIONS CONVENTION ON CONTRACTS FOR INTERNATIONAL SALES OF GOODS. ANY DISPUTES ARISING UNDER THIS AGREEMENT SHALL BE SUBJECT TO THE EXCLUSIVE JURISDICTION OF THE FEDERAL OR STATE COURTS LOCATED IN THE STATE OF MICHIGAN.

SELLER, AND ANY GOODS AND SERVICES SUPPLIED BY SELLER, SHALL BE YEAR 2000 COMPLIANT AND COMPATIBLE, AND SHALL FUNCTION WITHOUT ERROR OR FAULT IN THE PROCESSING (INCLUDING, BUT NOT LIMITED TO: CALCULATING, MANAGING, MANIPULATING, COMPARING, AND SEQUENCING) OF DATE AND DATE-RELATED DATA, FOR THE YEARS 2000 AND BEYOND. AT BUYER'S REQUEST,

PRODUCTION SAMPLES TO BE SUBMITTED FOR APPROVAL WHERE INDICATED, IN ACCORDANCE WITH GENERAL MOTORS QUALITY RELIABILITY PRODUCTION PART APPROVAL PROCESS, PPAP, BEFORE PRODUCTION SHIPMENTS ARE MADE.  
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RELEASE AGAINST PURCHASE ORDER, OR D869 REV. 4-78, WHICH IS A PART OF THIS CONTRACT, WILL BE ISSUED AS REQUIRED, SPECIFYING QUANTITIES AND SHIPPING QUANTITIES AND SHIPPING INSTRUCTIONS.

TAX INFORMATION:

BUYER:

CFF TRENIA A. TURNER

ACKNOWLEDGED BY

DATE

030047-000752

**AUTOMOTIVE COMPONENTS GROUP WORLDWIDE**

GENERAL MOTORS CORPORATION  
PLEASE REFERENCE  
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ADDRESS INFORMATION

932543663

SHIP-DENS

**PURCHASE ORDER**

1998 MODEL YEAR

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25TH PROX	OR NONE/25TH PROX	GRAND BLANC	MI	COLLECT	BHBC
					11/17/97

**REQUIREMENTS CONTRACT  
REVISION**

PO/REV CLAUSES: CFL SELLER SHALL CERTIFY IN WRITING ITS COMPLIANCE WITH THE FOREGOING.

**CT8 (RIGHT TO AUDIT):**

GM BUYER RESERVES THE RIGHT TO AUDIT ALL PERTINENT DOCUMENTS RELATING TO THE GOODS OR SERVICES COVERED BY THIS PURCHASE ORDER AND IF REQUESTED BY BUYER, SELLER SHALL PROVIDE SUCH DOCUMENTATION PROMPTLY.

**C40 IF MATH DATA IS TO BE UTILIZED FOR THIS ORDER, C4 COMPLIANCE IS REQUIRED. THE FOLLOWING C4 GUIDELINES SHOULD BE USED IN CONJUNCTION WITH THE GM SUPPLIER C4 INFORMATION BOOKLET (GM-1825), AS WELL AS ANY RELATED STATEMENTS OF WORK, STATEMENTS OF REQUIREMENTS, OR OTHER SPECIFICATIONS DOCUMENTS GOVERNING THE USE OF C4 AND MATH DATA FOR THIS ORDER.**

BUYER'S PREFERENCE IS TO PROVIDE ALL MATH DATA TRANSMISSIONS TO SELLER IN THE NATIVE FILE FORMAT OF BUYER'S MATH DATA MASTER. IF NON-STRATEGIC SOFTWARE IS USED, SELLER ASSUMES ALL COSTS ASSOCIATED WITH ADDITIONAL TRANSLATIONS. IF SELLER IS TO RETURN ANY MATH DATA, IT MUST BE DATABANKED IN THE NATIVE FILE FORMAT OF THE MATH DATA MASTER.

SELLER IS RESPONSIBLE FOR THE INSPECTION AND VERIFICATION OF PARTS TO THE BUYER'S MATH DATA MASTER.

PRODUCTION SAMPLES TO BE SUBMITTED FOR APPROVAL WHERE INDICATED, IN ACCORDANCE WITH GENERAL MOTORS QUALITY RELIABILITY PRODUCTION PART APPROVAL PROCESS, PPAP, BEFORE PRODUCTION SHIPMENTS ARE MADE.  
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RELEASE AGAINST PURCHASE ORDER, OR D869 REV. 4-75, WHICH IS A PART OF THIS CONTRACT, WILL BE ISSUED AS REQUIRED, SPECIFYING QUANTITIES AND SHIPPING INSTRUCTIONS.

**TAX INFORMATION:**

BUYER:

CFF TRENIA A. TURNER

ACKNOWLEDGED BY:

DATE

030047-000753

DATE \_\_\_\_\_

030047-000754



**AUTOMOTIVE COMPONENTS GROUP WORLDWIDE**  
GENERAL MOTORS CORPORATION  
PLEASE REFERENCE  
CLAUSES FOR RETURN  
ADDRESS INFORMATION

SHR-DGMS 932543663

**PURCHASE ORDER**  
1998 MODEL YEAR

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25TH PROX	OR NONE/25TH PROX	MI	COLLECT	BHBC	11/17/97

**REQUIREMENTS CONTRACT  
REVISION**

**PO/REV CLAUSES:** C95 RECORDS TO ALLOW BUYER TO MEET CUSTOMS RELATED OBLIGATIONS. ANY LOCAL CONTENT/ORIGIN REQUIREMENTS, AND TO OBTAIN ALL TARIFF AND TRADE PROGRAM DUTY AVOIDANCE(S) AND/OR REFUND BENEFITS, WHERE APPLICABLE.

SELLER AGREES TO COMPLY WITH THE AUTOMOTIVE INDUSTRY ACTION GROUP'S (AIAG) DOCUMENT AND EDI PROTOCOL AND STANDARDS IN THEIR SUPPLIER INFORMATION KIT FOR US, CANADA, AND MEXICO IMPORTS.

SELLER AGREES TO ASSUME, AND TO INDEMNIFY BUYER AGAINST, ANY AND ALL FINANCIAL RESPONSIBILITY ARISING FROM SELLER'S FAILURE TO COMPLY WITH THESE REQUIREMENTS AND/OR TO SUPPLY BUYER WITH THE INFORMATION REQUIRED TO MEET LEGAL REPORTING OBLIGATIONS, INCLUDING, WITHOUT LIMITATION, ANY FINES, PENALTIES, FORFEITURES, OR COUNSEL FEES INCURRED OR IMPOSED AS A RESULT OF ACTIONS TAKEN BY THE IMPORTING COUNTRY'S GOVERNMENT.

.....PREMIUM FREIGHT CLAUSE.....

IF SELLER'S ACTS OR OMISSIONS RESULT IN SELLER'S FAILURE TO MEET BUYER'S REQUIREMENTS AND BUYER REQUIRES A MORE EXPEDITIOUS METHOD OF TRANSPORTATION FOR THE GOODS THAN THE TRANSPORTATION METHOD ORIGINALLY SPECIFIED BY BUYER, SELLER SHALL SHIP THE GOODS AS

"PRODUCTION SAMPLES TO BE SUBMITTED FOR APPROVAL WHERE INDICATED, IN ACCORDANCE WITH GENERAL MOTORS QUALITY RELIABILITY PRODUCTION PART APPROVAL PROCESS, PPAP, BEFORE PRODUCTION SHIPMENTS ARE MADE.

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RELEASE AGAINST PURCHASE ORDER, OR D889 REV. 4-75, WHICH IS A PART OF THIS CONTRACT, WILL BE ISSUED AS REQUIRED, SPECIFYING QUANTITIES AND SHIPPING QUANTITIES AND SHIPPING INSTRUCTIONS.

TAX INFORMATION:

BUYER:

CFF TRENIA A. TURNER

ACKNOWLEDGED BY

DATE

030047-000755

FORM 5  
REV 1

**AUTOMOTIVE COMPONENTS GROUP WORLDWIDE**

**GENERAL MOTORS CORPORATION**  
PLEASE REFERENCE  
CLAUSES FOR RETURN  
ADDRESS INFORMATION

SHIP TO: 932543663

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**PURCHASE ORDER**

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**REQUIREMENTS CONTRACT  
REVISION**

**PO/REV CLAUSES:** C95 EXPEDITIOUSLY AS POSSIBLE AT SELLER'S SOLE EXPENSE.  
SCE SUPPLIER AGREES TO PROVIDE TO GENERAL MOTORS CORPORATION ANY  
COST DATA OR DOCUMENTATION AS REQUESTED BY THE GENERAL MOTORS  
COST ENGINEERING ACTIVITY.

PRODUCTION SAMPLES TO BE SUBMITTED FOR APPROVAL WHERE INDICATED, IN ACCORDANCE WITH GENERAL MOTORS QUALITY RELIABILITY PRODUCTION PART APPROVAL  
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**TAX INFORMATION:**

BUYER:

CFF TRENIA A. TURNER

ACKNOWLEDGED BY

DATE

030047-000756

RE: DELCO SYSTEMS  
THE CLAUSES FOR ADDRESS

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**PURCHASE ORDER**

VENDOR: BHBC NU TECH PLASTICS ENGINEERING  
BUYER: CFF TRENIA A. TURNER

1998 MODEL YEAR

P.O. NO.	REV. NO.	ISSUE DATE	PAGE
86984	002	11/05/97	10 OF 10

PART NUMBER	PART DESCRIPTION	R E A	C L A	PQS REQUIRED (CODES)	M T V I S R	DAILY CAPACITY /HOURS	APRX. % OF BUS.	PRICES EXPENDABLE RETURNABLE	CURR UNIT	DATES EFFECTIVE EXPIRATION	SAMPLE DATE	DRAWING DATE/ NUMBER
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25160694	RESERVOIR-F/PMP	X			2 N	14000 16	100	1.86000	USD EACH	11/17/97 07/31/98	11/14/97	03/07/96
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